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**UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA**

SolarCity Corporation,

Case No. 2:15-CV-00374-DLR

Plaintiff,

VS.

Salt River Project Agricultural Improvement and Power District.

Defendant.

**DECLARATION OF CHRISTOPHER
E. BABBITT IN SUPPORT OF
DEFENDANT SALT RIVER
PROJECT AGRICULTURAL
IMPROVEMENT AND POWER
DISTRICT'S MOTION TO SEAL**

I, Christopher E. Babbitt, declare as follows:

1. I am a Partner with the law firm of Wilmer Cutler Pickering Hale & Dorr LLP, counsel for Defendant Salt River Project Agricultural Improvement and Power District (the “District”) in this action.

2. I make this declaration in support of the District's concurrently filed Motion to Seal.

3. Attached hereto as Exhibit 3 is a true and accurate copy of Exhibit 3 to SolarCity's motion to seal (Dkt. 221-3), modified to adjust the proposed redactions as described in the District's concurrently filed motion to seal;

4. Attached hereto as Exhibit 13 is a true and accurate copy of Exhibit 13 to SolarCity's motion to seal (Dkt. 221-13), modified to adjust the proposed redactions as described in the District's concurrently filed motion to seal

Executed on September 30, 2016, in Washington, D.C.

/s/ Christopher E. Babbitt
Christopher E. Babbitt

CERTIFICATE OF SERVICE

I hereby certify that on September 30, 2016, I electronically transmitted the attached document to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to the following CM/ECF registrants:

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